

## **Private Equity and Venture Capital**

### **Overview**

#### **Private Equity and Venture Capital Entity Representation**

Carlton Fields represents PE and VC entities in connection with formation and fund investment transactions, investments and acquisitions for portfolio companies, and compliance with all federal and state securities laws and regulations.

These services include:

- Structuring and forming PE and VC funds, as well as hedge funds, and including the negotiation of lockups and exit strategies.
- Representing clients in capital raising activities (including seed capital arrangements with sponsors) and ensuring their compliance with securities laws.
- Negotiating terms of manager's duties, obligations, and compensation.
- Advising and assisting clients in connection with registration requirements or exemptions from registration under the Investment Advisers Act of 1940 (registered investment advisers), as well as corresponding state securities laws.
- Advising and assisting clients in compliance with broker-dealer registration requirements or exemptions from registration under federal and state securities laws.
- Assisting entities that become registered investment advisors in establishing the policies and infrastructure necessary to comply with regulatory reporting requirements.
- Representing PE and VC funds with investments in, or acquisitions of, portfolio companies.
- Representing PE and VC funds in connection with their ownership and operation of portfolio companies, including advising on fiduciary duties and conflicts that may arise from their investments
- Structuring and negotiating acquisition transactions for clients' portfolio companies.

#### **Private Equity and Venture Capital Portfolio Company Representation**

Carlton Fields represents PE and VC portfolio companies that operate in areas as diverse as technology, biotech, industrial and biomedical manufacturing, wireless devices, and application software. Our work includes representing drug discovery and medical device companies, and we are experienced in clinical trial representation and FDA matters.

Our services on behalf of high-growth-potential new ventures include:

- Business planning
- Choice of entity structuring and formation
- Corporate housekeeping and governance
- Private debt offerings and syndicated loans
- Seed and angel financings
- Technology transfer
- Creation and protection of intellectual property
- Licensing
- Employment matters
- Operational issues of all types

Our services include preparing and negotiating:

- Complex securities purchase agreements and investment agreements
- Stockholder agreements establishing the contractual arrangements between the investors, issuers, and founders, including:
  - Rights of first refusal
  - Co-sale and drag-along rights
  - Voting agreements

- Board of director composition
- Information requirements
- Rights of first offer
- Preferred stock designations, rights, and preferences
- Registration rights agreements
- Warrant agreements
- Debt instruments, including convertible promissory notes
- Loan documentation for private equity lending transactions

As companies grow, our services expand to include:

- Relationship contracts
- Venture capital financing including equity, debt, and convertible securities
- Mergers, consolidations, and acquisitions (in both acquisition and exit transactions)
- Initial and secondary public offerings
- Divestitures
- SEC compliance

## Key Contacts

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## Other Team Members

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## Related Capabilities

### RELATED INDUSTRIES

- Banking, Commercial, and Consumer Finance
- Construction
- Health Care
- Securities & Investment Companies
- Technology & Telecommunications

### RELATED PRACTICES

- Business Transactions
- Development
- Corporate Law and Governance
- Cybersecurity and Privacy
- Institutional Investment and Finance
- Intellectual Property
- International
- Mergers and Acquisitions
- Nonprofit Organizations
- Pharmaceuticals and Medical Devices
- Private Equity and Venture Capital
- Public and Private Offerings
- Securities and Derivative Litigation
- Securities Transactions and Compliance
- Tax
- Technology
- Trade Secrets / Noncompete Litigation and Consulting